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Counsel For The Debtors

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
4 West Holdings, Inc. <i>et al.</i> , ¹	§	Case No. 18-30777 (HDH)
	§	
Debtors.	§	(Jointly Administered)

**THIRD MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM MAY 1, 2018 THROUGH MAY 31, 2018**

FEE APPLICATION COVERSHEET

Monthly Fee Application of: DLA Piper LLP (US)

Capacity: Counsel for the Debtors

Time Period: May 1, 2018 through May 31, 2018

Bankruptcy Petition Filed: March 6, 2018

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, is attached hereto as **Exhibit A**.

Date of Entry of Retention Order: April 18, 2018

Amount Requested:

Fees: \$1,242,549.00 (at 80%: \$994,039.20)

Expenses: \$81,088.27

Total: \$1,323,637.27

Reductions:

Voluntary Fees: \$0

Expense reductions: \$0

Total Reductions: \$0

Draw Down Request:

Requested Draw Down: \$0

Remaining Retainer: \$57,473.00

Expense Detail:

Delivery Services: \$1,185.93

Online Research: \$19,082.03

Out-of-Town Travel: \$714.35

Meals: \$2,660.67

Miscellaneous: \$1,067.32

Duplicating: \$14,584.30

Internet Services: \$66.84

Car Service/Taxi: \$2,133.82

Hotel: \$11,767.80

Parking/Mileage Reimbursement: \$255.50

Air Fare: \$7,757.46

Transcripts: \$2,769.25

Temporary Personnel: \$17,043.00

Hourly Rates

Highest Billed Rate:

Professionals

\$1,135.00/hour

Paraprofessionals

\$380.00/hour

Total Hours Billed:

1,402.80

242.50

Blended Rate:

\$828.04/hour

\$329.16/hour

This is a(n): x monthly ___ interim ___ final application

Objection Deadline: July 31, 2018 at 4:00 p.m. (Central Daylight Time)

Prior Applications Filed:

<i>Applications</i>					<i>CNOs</i>	
Date Filed	Docket No.	Period Covered	Total Fees	Expenses	Date Filed	Docket No.
05/14/2018	374	03/06/2018-03/31/2018	\$580,502.00 (at 80%: \$464,401.60)	\$12,229.93	05/31/18	485
06/06/2018	508	04/01/2018-04/30/2018	\$1,052,708.50 (at 80% \$842,166.40)	\$19,139.35	06/22/2018	610

**COMPENSATION BY PROFESSIONALS
MAY 1, 2018 THROUGH MAY 31, 2018**

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Rate	Amount
Califano, Thomas R.	Partner; Restructuring; Member of the New York Bar since 1989; Joined the Firm in 2002.	117.60	\$1,135.00	\$133,476.00
		15.00	\$567.50 (Non-working travel)	\$8,512.50
Wein, Bruce J.	Partner; Tax; Member of the New York Bar since 1970; Joined the Firm in 2000.	5.40	\$1,385.00	\$7,479.00
Klahr, Shmuel M.	Partner; Finance; Member of the New York Bar since 2005; Joined the Firm in 2011.	3.90	\$1,130.00	\$4,407.00
Albanese, Rachel Ehrlich	Partner; Restructuring; Member of the New Jersey Bar since 2001; Member of the New York Bar since 2002; Joined the Firm in 2016.	34.10	\$990.00	\$33,759.00
		1.00	\$495.00 (Non-working travel)	\$495.00
Simon, Daniel M.	Partner; Restructuring; Member of the Illinois Bar since 2008; Member of the Georgia Bar since 2014; Joined the Firm in 2011.	215.80	\$920.00	\$198,536.00
		16.00	\$460.00 (Non-working travel)	\$7,360.00

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Rate	Amount
Brown, Kathy Owen	Senior Counsel; Litigation; Member of the Texas Bar since 1989; Member of the Colorado Bar since 1990; Member of the District of Columbia Bar since 1990; Joined the Firm in 2005.	122.90	\$920.00	\$113,068.00
Dembitzer, Naftali Z.	Of Counsel; Tax; Member of the New Jersey Bar since 1993; Member of the New York Bar since 1993; Member of the District of Columbia Bar since 1994; Joined the Firm in 2004.	11.20	\$925.00	\$10,360.00
Nelson, Karen	Partner; Litigation; Member of the Texas Bar since 1984; Member of the Arizona Bar since 2002; Joined the Firm in 2013.	1.00	\$775.00	\$775.00
Massiatte, Michael	Of Counsel; Employment; Member of the Texas Bar since 2000; Joined the Firm in 2018.	12.10	\$740.00	\$8,954.00
Mineroff, Kira L.	Associate; Finance; Member of the New York Bar since 2011; Joined the Firm in 2009.	4.80	\$905.00	\$4,344.00
Corrado, Dienna	Associate; Restructuring; Member of the New York Bar since 2009; Joined the Firm in 2014.	206.80	\$875.00	\$180,950.00
		2.30	\$437.50 (Non-working travel)	\$1,006.25
Jamison Woods, Crystal	Associate; Employment; Member of the Texas Bar since 2010; Joined the Firm in 2018.	99.50	\$800.00	\$79,600.00
Koltko Rosaluk, Oksana	Associate; Restructuring; Member of the Illinois Bar since 2010; Joined the Firm in 2011.	29.90	\$795.00	\$23,770.50
Zollinger, Andy	Associate; Restructuring; Member of the Texas Bar since 2009; Joined the Firm in 2008.	113.90	\$795.00	\$90,550.50
Nanes, Rachel	Associate; Restructuring; Member of the Florida Bar since 2010; Joined the Firm in 2012.	0.70	\$770.00	\$539.00
Avraham, David E.	Associate; Restructuring; Member of the Illinois Bar since 2012; Joined the Firm in 2014.	188.60	\$730.00	\$137,678.00

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Rate	Amount
		26.40	\$365 (Non-working travel)	\$9,636.00
Angelo, Jason Daniel	Associate; Restructuring; Member of the New Jersey Bar since 2013; Member of the Delaware Bar since 2014; Member of the Pennsylvania Bar since 2016. Joined the Firm in 2017.	56.00	\$710.00	\$39,760.00
Sutton, Mordechai Y	Associate; Restructuring; Member of the New Jersey Bar since 2014; Member of the New York Bar since 2015; Joined the Firm in 2014.	0.80	\$690.00	\$552.00
Bernardo, Micala R.	Senior Attorney; Employment; Member of the Texas Bar since 2007; Joined the Firm in 2018.	25.40	\$675.00	\$17,145.00
Boutelle, Betsey Anette	Associate; Employment; Member of the California Bar since 2014; Member of the Texas Bar since 2017; Joined the Firm in 2017.	1.50	\$635.00	\$952.50
Stefanova, Marina	Associate; Litigation; Member of the Texas Bar since 2014; Joined the Firm in 2018.	3.80	\$615.00	\$2,337.00
Nair, Tara	Associate; Restructuring; Member of the Illinois Bar since 2016; Joined the Firm in 2016.	53.30	\$535.00	\$28,515.50
Williams, Jade	Associate; Restructuring; Member of the Illinois Bar since 2017; Joined the Firm in 2016.	35.60	\$535.00	\$19,046.00
O'Connor, Breegan	Associate; Employment; Member of the Texas Bar since 2017; Joined the Firm in 2018.	1.60	\$485.00	\$776.00
Kropf, Valerie	Business/Legal Research Analyst; Joined the Firm in 2001.	0.80	\$380.00	\$304.00
Masters, Melinda F.	Research and Knowledge Services; Business/Legal Research Analyst; Joined the Firm in 2005.	1.00	\$380.00	\$380.00
Countryman, William Lee	Senior Paralegal; Restructuring; Joined the Firm in 2002.	145.60	\$355.00	\$51,688.00

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Rate	Amount
		24.70	\$177.50 (Non-Working Travel)	\$4,384.25
Yang, Bonny	Paralegal Specialist; Litigation; Joined the Firm in 2001.	0.50	\$355.00	\$177.50
Eason-Hall, Erica	Senior Paralegal; Employment; Joined the Firm in 2018.	0.20	\$340.00	\$68.00
Grant, Derrell	Litigation Support Analyst; Litigation; Joined the Firm in 2014.	56.50	\$330.00	\$18,645.00
Doko, Michael	Litigation Support Analyst; Litigation; Joined the Firm in 2016.	0.20	\$330.00	\$66.00
Fox, Carolyn B.	Paralegal Specialist; Restructuring; Joined the Firm in 2011.	0.90	\$285.00	\$256.50
Ford, Jenny	Paralegal Specialist; Restructuring; Joined the Firm in 2018.	1.30	\$280.00	\$364.00
Lisko, Stephanie A.	Paralegal Specialist; Restructuring; Joined the Firm in 2016.	6.70	\$280.00	\$1,876.00
TOTALS		1,645.30		\$1,242,549.00

COMPENSATION BY PROJECT CATEGORY FOR DLA PIPER LLP (US)
MAY 1, 2018 THROUGH MAY 31, 2018

Description	Hours	Amount
<i>Administration</i>		
Case Administration (B110)	21.80	\$11,883.50
Creditor Inquiries (B112)	2.50	\$2,059.50
Asset Sales and Other Disposition of Assets (B130)	8.40	\$5,975.50
Adequate Protection/Relief from Stay (B140)	29.70	\$23,547.00
Utilities (B145)	1.00	\$875.00
Meetings and Communications with the U.S. Trustee and Creditors Committee (B150)	5.00	\$4,907.00
Court Hearings (B155)	324.70	\$225,283.00
Employment Applications (B160)	12.10	\$6,761.50
Fee Applications (B170)	17.50	\$11,077.00
Avoidance Action Analysis (B180)	5.50	\$4,812.50
Assumption/Rejection of Leases and Contracts (B185)	12.40	\$9,709.50
Litigation and Contested Matters (B190)	763.20	\$592,350.50
Non-Working Travel (B195)	85.40	\$31,394.00
<i>Operations</i>		
Business Operations/Strategic Planning (B210)	89.40	\$83,056.00
Financial Reports (Monthly Operating Reports & Schedules & Statements) (B211)	5.60	\$4,238.50
Financing/DIP/Cash Collateral Matters (B230)	12.90	\$13,018.00
Tax Issues (B240)	21.70	\$22,218.00
Claims Administration and Objections (B310)	4.20	\$3,041.50
Plan and Disclosure Statement / Business Plans (B320)	222.30	\$186,341.50
TOTAL	1,645.30	\$1,242,549.00

EXPENSE SUMMARY FOR DLA PIPER LLP (US)
MAY 1, 2018 THROUGH MAY 31, 2018

Expense Category	Total Expenses
Delivery Services	\$1,185.93
Online Research	\$19,082.03
Out-of-Town Travel	\$714.35
Meals	\$2,660.67
Miscellaneous	\$1,067.32
Duplicating	\$14,584.30
Internet Services	\$66.84
Car Service/Taxi	\$2,133.82
Hotel	\$11,767.80
Parking/Mileage Reimbursement	\$255.60
Air Fare	\$7,757.46
Transcripts	\$2,769.25
Temporary Personnel	\$17,043.00
Total	\$81,088.27

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Counsel For The Debtors

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
4 West Holdings, Inc. <i>et al.</i> , ¹	§	Case No. 18-30777 (HDH)
	§	
Debtors.	§	(Jointly Administered)

**THIRD MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM MAY 1, 2018 THROUGH MAY 31, 2018**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas, (the “Local Rules”) and the *Order*

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as **Exhibit A**.

Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 262] (the “Interim Compensation Order”), DLA Piper LLP (US) (“DLA Piper”) hereby files this *Third Monthly Application of DLA Piper LLP (US) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel for the Debtors for the Period from May 1, 2018 Through May 31, 2018* (the “Application”). By this Application, DLA Piper seeks an allowance and payment pursuant to the Interim Compensation Order for the sums of \$1,242,549.00 as compensation and \$81,088.27 for reimbursement of actual and necessary expenses for a total of \$1,323,637.27, for the period from May 1, 2018 through and including May 31, 2018 (the “Compensation Period”). In support of this Application, DLA Piper respectfully represents as follows:

BACKGROUND

1. On March 6, 2018 (the “Petition Date”), each Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing these chapter 11 cases.
2. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
3. On March 16, 2018, the office of the United States Trustee appointed the official committee of unsecured creditors (the “Committee”) in these chapter 11 cases.
4. DLA Piper was retained effective *nunc pro tunc* as of the Petition Date by this Court’s *Order Granting Application of the Debtors for an Order Authorizing the Employment and Retention of DLA Piper LLP (US) as Counsel Nunc Pro Tunc to the Petition Date* [Docket No. 264] (the “Retention Order”). The Retention Order authorizes DLA Piper to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses. On the same date, the Court entered the Interim Compensation Order.

5. Additional information regarding the Debtors and these chapter 11 cases, including the Debtors' business operations, capital structure, financial condition, and the reasons for and objectives of these chapter 11 cases, is set forth in the *Declaration of Louis E. Robichaux IV in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 19].

COMPENSATION PAID AND ITS SOURCE

6. All services for which compensation is requested by DLA Piper were performed for or on behalf of the Debtors.

7. During the period covered by this Application, DLA Piper has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between DLA Piper and any other person, other than the partners of DLA Piper, for the sharing of compensation to be received for services rendered in these chapter 11 cases.

FEE STATEMENTS

8. The fee statement for DLA Piper for the Compensation Period is attached to this Application as **Exhibit B**.² This fee statement contains daily time logs describing the time spent by each attorney and paraprofessional for the Compensation Period. The hourly rates set forth in **Exhibit B** are those customarily charged by DLA Piper for similar legal services. DLA Piper's fees for services rendered by lawyers, paralegals and other professionals are customary and usual in the legal community in which DLA Piper practices. To the best of DLA Piper's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the United States Trustee's Guidelines for Reviewing Applications for

² DLA Piper uses two separate matter numbers for internal organization and tracking of services provided to the Debtors. **Exhibit B**, attached to this Application, is organized by these matter numbers as well as project categories within these matter numbers.

Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, the Guidelines for Compensation and Expense Reimbursement of Professionals for the United States Bankruptcy Court for the Northern District of Texas (the “Guidelines”), Rule 2016-1 of the Local Rules and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

9. The Debtors seek allowance and payment pursuant to the Interim Compensation Order for the sum of \$81,088.27 for reimbursement of actual and necessary expenses. A summary of actual and necessary expenses and daily logs of expenses incurred by DLA Piper during the Compensation Period is attached this Application as **Exhibit C**. DLA Piper charges its clients \$.20 per page for black & white photocopying expenses (in accordance with the Guidelines). DLA Piper does not charge its clients for internet usage, outgoing facsimile transmissions, or long-distance carrier charges for outgoing facsimile transmissions.

10. DLA Piper believes the foregoing rates are at or below the market rates that the majority of law firms charge clients for such services. In addition, DLA Piper believes that such charges are in accordance with the American Bar Association’s (“ABA”) guidelines, as set forth in the ABA’s Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

SUMMARY OF SERVICES RENDERED

11. The partners, associates, and attorneys of DLA Piper, who have rendered professional services in these cases during the Compensation Period are: Thomas R. Califano (Partner), Bruce J. Wein (Partner), Shmuel M. Klahr (Partner), Rachel Ehrlich Albanese (Partner), Daniel M. Simon (Partner), Kathy Owen Brown (Senior Counsel), Naftali Z. Dembitzer (Of Counsel), Karen Nelson (Partner), Michael Massiatte (Of Counsel), Kira L. Mineroff (Associate), Dienna Corrado (Associate), Crystal Jamison Woods (Associate), Oksana

Koltko Rosaluk (Associate), Andy Zollinger (Associate), Rachel Nanes (Associate), David E. Avraham (Associate), Jason Daniel Angelo (Associate), Mordechai Y. Sutton (Associate), Micala R. Bernardo (Senior Attorney), Betsey Anette Boutelle (Associate), Marina Stefanova (Associate), Tara Nair (Associate), Jade Williams (Associate) and Breegan O'Connor (Associate).

12. The paraprofessionals of DLA Piper, who provided services to these attorneys in these cases during the Compensation Period are: Valerie Kropf (Legal Research Analyst), Melinda Masters (Legal Research Analyst), William Lee Countryman (Senior Paralegal), Bonny Yang, Erica Eason-Hall (Senior Paralegal), Derrell Grant (Litigation Support Analyst), Michael Doko (Litigation Support Analyst), Carolyn B. Fox (Paralegal Specialist), Jenny Ford (Paralegal Specialist) and Stephanie A. Lisko (Paralegal Specialist).

13. DLA Piper, by and through the above-named persons, has prepared or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these chapter 11 cases and has performed all necessary professional services that are described and narrated in detail hereinafter.

SUMMARY OF SERVICES BY PROJECT

14. The services rendered by DLA Piper during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached **Exhibit B**. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit B** attached hereto. Although every effort has been made to

properly and consistently categorize the actual services provided into the appropriate category, certain tasks could properly be categorized into two or more task codes.

A. Case Administration

Fees: \$11,883.50; Total Hours: 21.80

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars and pleadings filings, preparation of hearing binders, preparation of agenda letters, and preparation of necessary notices and certifications in these chapter 11 cases.

B. Creditor Inquiries

Fees: \$2,059.50; Total Hours: 2.50

This category includes all matters related to responding to creditor, employee and resident inquiries regarding these chapter 11 cases.

C. Asset Sales and Other Disposition of Assets

Fees: \$5,975.50; Total Hours: 8.40

This category includes all matters relating to and including the disposition of assets, namely the Restructuring Portfolio, diligence and discovery relating to such sale, implementation of bid procedures, addressing objections and transaction work related to asset dispositions.

D. Adequate Protection & Relief from Stay

Fees: \$23,547.00; Total Hours: 29.70

This category includes all matters relating to research and analysis of issues related to violations of or requests for relief from the automatic stay in the Debtors' bankruptcy cases and related matters. During the Compensation Period, the Debtors and their advisors addressed many issues pertaining to vendor contract performance and stay issues with respect to pending non-bankruptcy litigation.

E. Utilities

Fees: \$875.00; Total Hours: 1.00

This category includes all matters relating to implementation of utilities, adequate assurance of payment procedures and certain utility inquiries.

F. Meetings and Communications with the U.S. Trustee and Creditors' Committee

Fees: \$4,907.00; Total Hours: 5.00

This category includes all matters relating to, preparing for and attending meetings and communications with, among others, the Committee and the U.S. Trustee, including responding to inquiries regarding the cases, creditor treatment, the Debtors' ongoing operations and Committee investigations.

G. Court Hearings

Fees: \$225,283.00; Total Hours: 324.70

This category includes all matters relating to preparing for and attending all court hearings held during the Compensation Period.

H. Employment Applications

Fees: \$6,761.50; Total Hours: 12.10

This category includes all matters relating to the retention of various professionals on behalf of the Debtors, and ordinary course professional administration.

I. Fee Applications

Fees: \$11,077.00; Total Hours: 17.50

This category includes all matters relating to the preparation, of fee applications filed by professionals retained by the Debtors.

J. Avoidance Action Analysis

Fees: \$4,812.50; Total Hours: 5.50

This category includes all matters relating to research and analysis of avoidance claim issues.

K. Assumption/Rejection of Leases and Contracts

Fees: \$9,709.50; Total Hours: 12.40

This category includes all matters relating to and including analysis of executory contracts and unexpired leases and preparation of motions related to such leases and contracts.

L. Litigation and Contested Matters

Fees: \$592,350.50; Total Hours: 763.20

This category includes all matters relating to and including analysis and preparation for all litigation and contested matters, including without limitation, drafting motions, responding to discovery requests and other papers related to application and enforcement and extension of the automatic stay.

M. Non-Working Travel

Fees: \$31,394.00; Total Hours: 85.40

This category includes all non-working travel time and is billed at 50% of the hourly rate.

N. Business Operations/Strategic Planning

Fees: \$83,056.00; Total Hours: 89.40

This category includes all issues relating to general debtor in possession operations in chapter 11, including, without limitation, the preparation and filing of the Debtors' operating reports and meetings between the Debtors and their professionals to develop a business strategy for the Debtors' cases and postpetition transactions with vendors.

O. Financial Reports (Monthly Operating Reports & Schedules & Statements)

Fees: \$4,338.50; Total Hours: 5.60

This category includes all matters relating to preparation of schedules and statements and monthly operating reports, including collecting data, retrieving documents, communications with the U.S. Trustee and any other applicable activities, including reviewing management reports and drafts of the monthly operating reports.

P. Financing/DIP/Cash Collateral Matters

Fees: \$13,018.00; Total Hours: 12.90

2. This category includes all matters under sections 361, 363 and 364 of the Bankruptcy Code, including debtor in possession financing, cash collateral, secured claims and loan document and lien analysis.

Q. Tax Issues

Fees: \$22,218.00; Total Hours: 21.70

This category includes all matters related to and including analysis and advice regarding tax-related issues, including those under the Debtors' chapter 11 plan.

R. Claims Administration and Objections

Fees: \$3,041.50; Total Hours: 4.20

This category includes all matters related to claims administration including scheduling bar dates and related procedures.

S. Plan and Disclosure Statement/Business Plans

Fees: \$186,341.50; Total Hours: 222.30

This category includes all matters related to the *Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* and *Disclosure Statement for the Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code*

and related documents and pleadings and discussions and negotiations with various constituencies.

Valuation of Services

15. Attorneys and paraprofessionals of DLA Piper have expended a total of 1,645.30 hours in connection with this matter during the Compensation Period, as follows:

Name of Professional Individual	Hours	Rate	Amount
Califano, Thomas R.	117.60	\$1,135.00	\$133,476.00
	15.00	\$567.50 (Non-working travel)	\$8,512.50
Wein, Bruce J.	5.40	\$1,385.00	\$7,479.00
Klahr, Shmuel M.	3.90	\$1,130.00	\$4,407.00
Albanese, Rachel Ehrlich	34.10	\$990.00	\$33,759.00
	1.00	\$495.00 (Non-working travel)	\$495.00
Simon, Daniel M.	215.80	\$920.00	\$198,536.00
	16.00	\$460.00 (Non-working travel)	\$7,360.00
Brown, Kathy Owen	122.90	\$920.00	\$113,068.00

Name of Professional Individual	Hours	Rate	Amount
Dembitzer, Naftali Z.	11.20	\$925.00	\$10,360.00
Nelson, Karen	1.00	\$775.00	\$775.00
Massiatte, Michael	12.10	\$740.00	\$8,954.00
Mineroff, Kira L.	4.80	\$905.00	\$4,344.00
Corrado, Dienna	206.80	\$875.00	\$180,950.00
	2.30	\$437.50 (Non-working travel)	\$1,006.25
Jamison Woods, Crystal	99.50	\$800.00	\$79,600.00
Koltko Rosaluk, Oksana	29.90	\$795.00	\$23,770.50
Zollinger, Andy	113.90	\$795.00	\$90,550.50
Nanes, Rachel	0.70	\$770.00	\$539.00
Avraham, David E.	188.60	\$730.00	\$137,678.00
	26.40	\$365 (Non-working travel)	\$9,636.00

Name of Professional Individual	Hours	Rate	Amount
Angelo, Jason Daniel	56.00	\$710.00	\$39,760.00
Sutton, Mordechai Y	0.80	\$690.00	\$552.00
Bernardo, Micala R.	25.40	\$675.00	\$17,145.00
Boutelle, Betsey Anette	1.50	\$635.00	\$952.50
Stefanova, Marina	3.80	\$615.00	\$2,337.00
Nair, Tara	53.30	\$535.00	\$28,515.50
Williams, Jade	35.60	\$535.00	\$19,046.00
O'Connor, Breegan	1.60	\$485.00	\$776.00
Kropf, Valerie	0.80	\$380.00	\$304.00
Masters, Melinda F.	1.00	\$380.00	\$380.00
Countryman, William Lee	145.60	\$355.00	\$51,688.00
	24.70	\$177.50 (Non-Working Travel)	\$4,384.25
Yang, Bonny	0.50	\$355.00	\$177.50

Name of Professional Individual	Hours	Rate	Amount
Eason-Hall, Erica	0.20	\$340.00	\$68.00
Grant, Derrell	56.50	\$330.00	\$18,645.00
Doko, Michael	0.20	\$330.00	\$66.00
Fox, Carolyn B.	0.90	\$285.00	\$256.50
Ford, Jenny	1.30	\$280.00	\$364.00
Lisko, Stephanie A.	6.70	\$280.00	\$1,876.00
TOTALS	1,645.30		\$1,242,549.00

The nature of the work performed by these persons is fully set forth in **Exhibit B** attached hereto. The reasonable value of the services rendered by DLA Piper to the Debtors during the Compensation Period is \$1,242,549.00.

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by DLA Piper is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under this title. Moreover, DLA Piper has reviewed the requirements of the Guidelines and Local Rule 2016-1 and believes that this Application complies with both.

WHEREFORE, DLA Piper respectfully requests that the Court authorize (a) that for the period from May 1, 2018 through May 31, 2018, an allowance be made to DLA Piper pursuant to the terms of the Interim Compensation Order, with respect to the sum of \$1,242,549.00 as compensation for necessary professional services rendered (80% of which equals \$994,039.20) and the sum of \$81,088.27 as reimbursement of actual necessary costs and expenses, for a total of \$1,323,637.27 and that such sums be authorized for payment, and (b) such other and further relief as this Court may deem just and proper.

Dated: July 16, 2018
Dallas, Texas

Respectfully submitted,

DLA PIPER LLP (US)

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